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SURFACE TRANSPORTATION BOARD



June 5, 2013

VIA FEDERAL EXPRESS

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D C 20423

Dear Section Chief.

Submitted herewith for filing and recording under 49 U S C Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows

Memorandum of Railcar Manufacturing Agreement dated as of May 16, 2013.

This Agreement is a primary document

Parties to this transaction are as follows

Buyer: TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Seller. Greenbrier-Concarril L L C (Manufacturer)
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

The general description of the equipment is as follows.

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
89' low level flat cars for tri-level autorack service	FA	150	GTTX	690000-690149

Chief, Section of Administration
Page Two
May 30, 2013

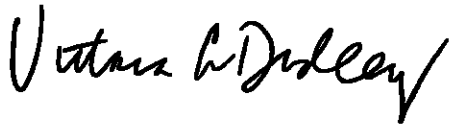
Enclosed is our check in the amount of \$42 00 to cover filing fees

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement covering 150, 89' low level flat cars for tri-level autorack service, GTTX, numbered 690000-690149 "

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Sincerely,

A handwritten signature in black ink, appearing to read "Victoria A. Dudley". The signature is fluid and cursive, with a large initial "V" and a stylized "A".

Victoria A. Dudley
Vice President, Chief Financial Officer and
Treasurer

Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of May 16, 2013, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Greenbrier-Concarril, LLC, a Delaware limited liability company, with an address at Suite 200, One Centerpointe Drive, Lake Oswego, Oregon 97035 (the "Manufacturer" and, together with the Purchaser, the "Parties")

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of May 16, 2013 (the "Agreement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written

GREENBRIER-CONCARRIL, LLC

By _____
President

TTX COMPANY

By Vincent A. Delaney
Vice President, Chief Financial Officer and Treasurer

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of May 16, 2013, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Greenbrier-Concarril, LLC, a Delaware limited liability company, with an address at Suite 200, One Centerpointe Drive, Lake Oswego, Oregon 97035 (the "Manufacturer" and, together with the Purchaser, the "Parties")

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of May 16, 2013 (the "Agreement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

GREENBRIER-CONCARRIL, LLC

By


Vice President

TTX COMPANY

By

Vice President, Chief Financial Officer and Treasurer

STATE OF OREGON)
)SS
COUNTY OF CLACKAMAS)

On this _____ day of _____, 2013, before me personally appears _____, to me personally known, who by me duly sworn, says that he is _____ of Greenbrier-Concarril, LLC (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Manager, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

(SEAL)

My Commission expires.

STATE OF ILLINOIS)
)SS
COUNTY OF COOK)

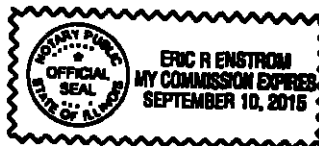
On this 5th day of June, 2013 before me personally appears Victoria A. Dudley, to me personally known, who by me duly sworn, says that she is the Vice President, Chief Financial Officer and Treasurer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free and deed of the said Company

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Eric R. Enstrom
Notary Public


(SEAL)

My Commission expires



)
)SS:
)

On this 31st day of May



OFFICIAL SEAL
SHERI CLARKE GRETHER
NOTARY PUBLIC-OREGON
COMMISSION NO. 442318
MY COMMISSION EXPIRES NOVEMBER 8, 2019

Amari Charles Graham
Notary Public

My Commission expires: November 9, 2013

)SS.
)

On this _____ day of _____

Notary Public

My Commission expires:

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
DATED MAY 16, 2013**

**TTX Contract T-1013-F
Greenbrier-Concarril Lot R40485**

EQUIPMENT

150 GTTX Cars marked 690000 through 690149 (both inclusive)

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